

# ***Exhibit “D”***

PRO-LINE • CONZI • MIRROCRAFT • MONTEREY  
10170 W. Main Rd.  
North East, PA 16428  
(814) 725-6999

# MARINE PURCHASE AGREEMENT

SUBJECT TO THE TERMS AND CONDITIONS STATED ON BOTH SIDES OF THIS AGREEMENT. SELLER AGREES TO SELL AND THE BUYER AGREES TO BUY THE FOLLOWING DESCRIBED PROPERTY.									
SOLD TO <b>THOMAS MERTZ</b>			HOME PHONE <b>814-474-1878</b>		BUS. PHONE <b>814-838-9777</b>		DATE <b>5/8/02</b>		
ADDRESS <b>5850 Ruhl Rd</b>			CITY <b>FAIRVIEW</b>		STATE <b>PA</b>		ZIP <b>16415</b>		
SALESPERSON <b>Greg</b>		DELIVERY DATE		DELIVERY INSTRUCTIONS					
STOCK NO.	COLOR <b>FLAME YELLOW</b>	LOA <b>38'</b>	BEAM <b>9.3</b>	DRAFT	DECK	HULL	INTERIOR		
MAKE OF BOAT <b>CONZI</b>	YEAR <b>2003</b>	MODEL & SIZE <b>38' X DAYTONA</b>		SERIAL NO.	<input checked="" type="checkbox"/> NEW <input type="checkbox"/> USED		\$ <b>338,215.00</b>		
MAKE OF MOTOR / ENGINE #1 <b>Mercury</b>	YEAR <b>2003</b>	MODEL, HP & FUEL TYPE <b>575 SCI -</b>		SERIAL NO.	DRIVE #1	<input checked="" type="checkbox"/> NEW <input type="checkbox"/> USED		\$	
MAKE OF MOTOR / ENGINE #2 <b>Mercury</b>	YEAR <b>2003</b>	MODEL, HP & FUEL TYPE <b>575 SCI -</b>		SERIAL NO.	DRIVE #2	<input checked="" type="checkbox"/> NEW <input type="checkbox"/> USED		\$	
MAKE OF TRAILER	YEAR	MODEL & SIZE		SERIAL NO.	<input type="checkbox"/> NEW <input type="checkbox"/> USED		\$		
OPTIONAL EQUIPMENT/ACCESSORIES				AMOUNT		TOTAL PURCHASE ABOVE			
<b>AIR COND &amp; HEAT</b>				\$ <b>5,228.00</b>		\$ <b>338,215.00</b>			
<b>CARBON MONOXIDE DETECTOR</b>				\$ <b>150.00</b>		OPTIONAL EQUIPMENT/ACCESSORIES			
<b>COMPASS DIGITAL</b>				\$ <b>300.00</b>		<b>22,871.00</b>			
<b>CONVENIENCE PKG</b>				\$ <b>2,342.00</b>		SALES TAX (if applicable)			
<b>DEPTH FINDER DIGITAL</b>				\$ <b>307.00</b>		DEALER PREP.			
<b>ELECTRONICS PKG</b>				\$ <b>1,778.00</b>		LABOR / INSTALL			
<b>FIRE DETECTOR</b>				\$ <b>242.00</b>		DEL. AND / OR LAUNCHING			
<b>HEAD CUTTER 110V</b>				\$ <b>121.00</b>		FREIGHT			
<b>HEAD VACUFLUSH W/HOLDING</b>				\$ <b>1928.00</b>		SUB-TOTAL			
<b>TANK W/IMACATOR &amp; VALVE</b>				\$ <b>200.00</b>		\$ <b>361,086.00</b>			
<b>TRANSOM SHOWER</b>				\$ <b>157.00</b>		TOTAL TRADE-IN ALLOWANCE			
<b>TELEVISION W/UPRTAB</b>				\$ <b>1,521.00</b>		\$ <b>45,000.00</b>			
<b>WATER HEATER</b>				\$ <b>807.00</b>		LESS BALANCE DUE ON ABOVE			
<b>BOW TRAIL</b>				\$ <b>500.00</b>		NET ALLOWANCE			
<b>FLW METECS (SCAN)</b>				\$ <b>1,590.00</b>		DISCOUNT NET SALE			
<b>MEANSTRAK GRAPHICS</b>				\$ <b>5,800.00</b>		\$ <b>44,976.00</b>			
TOTAL OPTIONAL EQUIPMENT/ACCESSORIES				\$ <b>22,871.00</b>		SALES TAX (if not included above)			
DESCRIPTION OF TRADE-IN						TITLE - REGISTRATION - OFFICE FEES			
BOAT MAKE <b>SEADU</b>	YEAR <b>1988</b>	SIZE <b>32</b>	SERIAL NO. <b>SEAC2154 788-P32 3500</b>			CASH SALE PRICE			
MOTOR #1 MAKE <b>Mercury</b>	YEAR <b>88</b>	HP <b>310</b>	SERIAL NO.			SALE LESS TRADE PAYMENTS			
MOTOR #2 MAKE <b>Mercury</b>	YEAR <b>88</b>	HP <b>310</b>	SERIAL NO.			DOCUMENTATION			
TRAILER MAKE <b>SHURE</b>	YEAR <b>2000</b>	SIZE <b>3K</b>	SERIAL NO. <b>474 X10AR0891772</b>			UNPAID BALANCE OF CASH SALE PRICE			
AMOUNT OWING <b>10,000.00</b>	TO WHOM					\$ <b>277,255.00</b>			
TOTAL TRADE-IN ALLOWANCE				\$ <b>45,000.00</b>		<input type="checkbox"/> WHEN THIS BOX IS CHECKED, THE UNIT WHICH IS THE SUBJECT OF THIS CONTRACT IS BEING SOLD ON AN "AS IS" BASIS. THE ENTIRE RISK AS TO THE QUALITY AND PERFORMANCE OF THIS UNIT IS WITH THE PURCHASER.			
TRADE-IN DEBT TO BE PAID BY				<input type="checkbox"/> DEALER <input checked="" type="checkbox"/> CUSTOMER		SPECIAL TERMS AND CONDITIONS			
TITLE TO THE ABOVE DESCRIBED EQUIPMENT SHALL BE TRANSFERRED TO BUYER WHEN BUYER HAS MADE PAYMENT IN FULL FOR THE EQUIPMENT.									
THE PARTIES TO THIS AGREEMENT ARE AWARE THAT THE TRADE-IN ALLOWANCE OR THE PURCHASE PRICE SHOWN ABOVE MAY REQUIRE ADJUSTMENTS PURSUANT TO THE PROVISIONS OF PARAGRAPHS 5, 6, 7, AND 11 OF THE TERMS AND CONDITIONS ON THE REVERSE SIDE OF THIS DOCUMENT.									
Buyer certifies that he/she has read the Terms and Conditions on the back of this document and agrees that they shall be incorporated as part of this Agreement. Buyer certifies the following: 1) he/she is of legal age to enter into this Agreement; 2) the above described equipment and insurance (if applicable) have been purchased voluntarily; 3) the trade-in is free from all liens and encumbrances other than those listed herein. Buyer agrees that all provisions to this Agreement (including the Terms and Conditions on the reverse side hereof) are severable. If any provision is held to be invalid, it shall not affect the other provisions, which shall be given full force and effect.									
I, OR WE, HEREBY ACKNOWLEDGE RECEIPT OF A COPY OF THIS ORDER AND THAT I, OR WE HAVE READ THE BACK OF THIS AGREEMENT. I, OR WE, ALSO AGREE THAT THE BALANCE WILL BE PAID BY <input type="checkbox"/> CASH, <input type="checkbox"/> BANK DRAFT, <input type="checkbox"/> CERTIFIED CHECK, OR BY THE EXECUTION OF A RETAIL INSTALLMENT CONTRACT, OR A SECURITY AGREEMENT AND ITS ACCEPTANCE BY A FINANCING AGENCY.									
X <b>THOMAS MERTZ</b>				BUYER		X <b>Greg</b>			
X <b>Greg</b>				BUYER		By <b>Greg</b>			
						Not Valid Unless Signed and Accepted by an Officer of the Company.			
						Approved, Subject to Acceptance of Financing by Bank or Finance Company			

NO SCARPS (NEW DECKED)  
MEANSTRAK GRAPHICS  
PRIMARY COLOR PURPLE  
SECONDARY COLOR YELLOW  
\* NO CONZI ON WINDSCREEN  
\* NO DAYTONA ON ENGINE HAWK  
\* NO CONZI ON FORWARD LACE  
EX. TAILS ON EACH SIDE OF

The Boat Store  
Not Valid Unless Signed and Accepted by an Officer of the Company.  
Approved, Subject to Acceptance of Financing by Bank or Finance Company